

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**PURDUE PHARMA L.P., *et al.*,
Debtors.¹**

Chapter 11

Case No. 19-23649 (RDD)

(Jointly Administered)

**OMNIBUS SUPPLEMENTAL ORDER AUTHORIZING AND DIRECTING PAYMENT
OF FIRST INTERIM FEE PERIOD HOLDBACK AMOUNTS**

This Court having entered an Order, dated May 12, 2020 [ECF No. 1159] (the “**First Interim Fee Order**”) granting the applications (each, an “**Application**” and collectively, the “**Applications**”) filed by those professionals identified on Schedule A hereto (each, an “**Applicant**” and collectively, the “**Applicants**”), among others, pursuant to sections 327, 328 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred from September 15, 2019 (or the effective date of retention) through and including January 31, 2020 (the “**Fee Period**”); and the First Interim Fee Order having provided that any fees paid by the Debtors pursuant thereto shall be subject to a 20% holdback (the “**Holdback**”); and an independent fee examiner (the “**Fee Examiner**”) having been appointed in

¹ The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

these cases in accordance with the *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying Interim Compensation Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327* [ECF No. 1023] (the “**Fee Examiner Order**”); and the Court having directed the Holdback to provide the Fee Examiner the opportunity to review the Applications, which were otherwise unopposed; and the Fee Examiner having reviewed each of the Applications in accordance with the Fee Examiner Order; and the Fee Examiner and each of the Applicants having agreed to the recommended fee and expense reductions as set forth on **Schedule A** hereto; and the Fee Examiner having no objection to payment of each Applicant’s Holdback in the amounts set forth on **Schedule A** hereto under the column heading “Released Holdback”; and the Court having retained jurisdiction to hear and determine all matters arising from or related to the First Interim Fee Order; and due and proper notice having been provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [ECF No. 529], and it appearing that no other or further notice need be provided; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and this matter being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of all of the proceedings had before the Court; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Applicants are awarded, on an interim basis, and the Debtors are authorized and directed to pay the Applicants promptly, the amounts set forth on **Schedule A** hereto under

the column heading “Released Holdback”, to the extent such amounts have not previously been paid.

2. This Order is a separate order for each Applicant and the appeal of any order with respect to any Applicant shall have no effect on the allowed fees and expenses of the other Applicants.

3. This Order is without prejudice to the right of any professional whose application was approved pursuant to the First Interim Fee Order but who is not included on **Schedule A** hereto to seek payment of the balance of the Holdback at a later time.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: June 26, 2020
White Plains, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Schedule A

**Interim Fee Applications
September 15, 2019 through January 31, 2020**

Case No: 19-23649 (RDD)

Case Name: In re Purdue Pharma L.P., *et al.*

Applicant	Date and Docket Number of Application	Fees Allowed under the First Interim Fee Order (Including Holdback)	Fees Subject to Holdback	Recommended Reduction of Fees and Expenses	Released Holdback
<u>Debtors' Professionals</u>					
Dechert LLP	March 16, 2020 ECF No. 933	\$5,252,892.22	\$1,050,578.44	\$13,926.24	\$1,036,652.20
Arnold & Porter Kaye Scholer LLP	March 16, 2020 ECF No. 934	\$671,199.10	\$134,239.82	\$19,399.53	\$114,840.29
King & Spalding LLP	March 16, 2020 ECF No. 935	\$5,408,371.90	\$1,081,674.38	\$14,885.73	\$1,066,788.65
Wilmer Cutler Pickering Hale and Dorr LLP	March 16, 2020 ECF No. 941	\$448,644.25	\$89,728.85	\$12,059.00	\$77,669.85
Davis Polk & Wardwell LLP	March 16, 2020 ECF No. 945	\$24,058,793.30	\$4,811,758.66	\$79,174.71	\$4,732,583.95
Jones Day	March 16, 2020 ECF No. 948	\$1,067,512.46	\$213,502.49	\$20,566.25	\$192,936.24

Applicant	Date and Docket Number of Application	Fees Allowed under the First Interim Fee Order (Including Holdback)	Fees Subject to Holdback	Recommended Reduction of Fees and Expenses	Released Holdback
KPMG LLP ²	March 16, 2020 ECF No. 950	\$580,539.30	\$116,107.86	\$15,000.00	\$101,107.86
Ernst & Young LLP	March 16, 2020 ECF No. 951	\$200,000.00	\$40,000.00	\$0.00	\$40,000.00
AlixPartners, LLP	March 16, 2020 ECF No. 952	\$7,223,413.00	\$1,444,682.60	\$34,102.81	\$1,410,579.79
Skadden, Arps, Slate, Meagher & Flom LLP	March 16, 2020 ECF No. 958	\$3,923,706.10	\$784,741.22	\$80,225.90	\$704,515.32
PJT Partners LP	March 23, 2020 ECF No. 973	\$1,020,000.00	\$204,000.00	\$0.00	\$204,000.00
<u>Official Committee of Unsecured Creditors' Professionals</u>					
Province, Inc.	March 16, 2020 ECF No. 946	\$4,865,202.50	\$973,040.50	\$25,228.18	\$947,812.32
Akin Gump Strauss Hauer & Feld LLP	March 16, 2020 ECF No. 947	\$9,838,245.00	\$1,967,649.00	\$125,739.75	\$1,841,909.25
Kurtzman Carson Consultants LLC	March 16, 2020 ECF No. 949	\$10,729.22	\$2,145.84	\$3,187.34	(\$1,041.50) ³
<u>Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants' Professionals</u>					
Brown Rudnick LLP	March 16, 2020	\$1,135,221.75	\$227,044.35	\$18,602.75	\$208,441.60

² KPMG LLP has been jointly retained by the Debtors and the Official Committee of Unsecured Creditors.

³ Kurtzman Carson Consultants LLC will apply a credit of \$1,041.50 to its next interim fee application, on account of the fees and expenses reduction it agreed to with the Fee Examiner.

Applicant	Date and Docket Number of Application	Fees Allowed under the First Interim Fee Order (Including Holdback)	Fees Subject to Holdback	Recommended Reduction of Fees and Expenses	Released Holdback
	ECF No. 944				
FTI Consulting	March 16, 2020 ECF No. 954	\$3,183,065.00	\$636,613.00	\$30,000.00	\$606,613.00
Otterbourg, P.C.	March 16, 2020 ECF No. 955	\$646,606.50	\$129,321.30	\$11,662.80	\$117,658.50
Gilbert LLP	March 16, 2020 ECF No. 956	\$946,935.75	\$189,387.15	\$19,061.82	\$170,325.33
Kramer Levin Naftalis & Frankel LLP	March 16, 2020 ECF No. 957	\$2,635,092.25	\$527,018.45	\$18,462.71	\$508,555.74

Date Order Signed: 6/26/2020

Initials: RDD USBJ